

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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LEARNING ANNEX HOLDINGS, LLC
and LEARNING ANNEX, LLC,

Plaintiffs,

- against -

09-CV-4432
(SAS/GWG)

WHITNEY EDUCATION GROUP, INC.
WHITNEY INFORMATION NETWORK, INC.,
WEALTH INTELLIGENCE ACADEMY, INC.,
WEALTH INTELLIGENCE AGENCY,
RICH DAD EDUCATION LLC, RICH GLOBAL, LLC
THE RICH DAD COMPANY and CASH FLOW
TECHNOLOGIES, INC.,

AND John Does #1-10 and XYZ Corp. #1-10, the
said defendants consisting of individuals and/or
entities whose identities are currently unknown
and who are believed to have committed and/or
derived benefits from acts injurious to the Plaintiffs,

Defendants.

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**DECLARATION OF ANDREW HYAMS IN SUPPORT OF
PLAINTIFFS' MOTION TO ADD A PARTY PURSUANT TO RULE 25(C)**

1. I, ANDREW HYAMS, declare under penalty of perjury under the laws of the
United States of America that the following is true and correct:

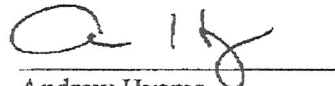
2. I have served as inside / outside general counsel of Plaintiffs at all times relevant
to this matter, and submit this affidavit in support of Plaintiffs' Reply in Further Support of its
Motion to Add a Party Pursuant to Rule 25(C).

3. In or about April 2009, Learning Annex, LLC entered into a transaction in which
it transferred its assets, including the claim in this matter, to a related entity, The Learning Annex
LP ("Learning Annex LP").

4. Learning Annex, LLC, which has changed its name to Benson Acquisition, LLC, owns slightly in excess of 46% of Learning Annex LP.

5. Learning Annex, LLC has advanced costs associated with the prosecution of the above captioned matter and is entitled to reimbursement of those costs in the event of a recovery.

Dated: July 25, 2011
Wellesley, MA


Andrew Hyams